

45
NEW NO.
- A
- B

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.

20006-2973
(202) 393-2266

OF COUNSEL
URBAN A. LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

17047
RECORDATION NO. FILED 1425

OCT 3 1990 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

OCT 3 1990 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

October 3, 1990

0-276A011

17047-B

RECORDATION NO. FILED 1425

OCT 3 1990 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original copies of a Railroad Equipment Lease Agreement No. 7153 - 200 dated as of August 31, 1990, a primary document, and Lease Schedule Nos. 201 and 202 thereto, each dated August 31, 1990, secondary documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: The CIT Group/Equipment
Financing, Inc.
300 South Grand Avenue
Los Angeles, California 90071

Lessee: CONOCO Inc.
600 North Dairy Ashford
Houston, Texas 77079

A description of the railroad equipment covered by the enclosed documents is:

Two (2) 1990 Trinity Industries 4-compartment,
DOT 111A100W3 Railcars, CONX 2240 - 2241

Fifteen (15) 1990 Union Tank Car - 3 -
compartment, DOT 111A100W3 Railcars, CONX 2259
- 2273.

Counterparts - CT, Haynes

17047 -A
EXHIBIT NO. 17047-1

OCT 3 1990 -10 30 AM

INTERSTATE COMMERCE COMMISSION Lease Schedule No. 201

TO RAILROAD EQUIPMENT LEASE AGREEMENT NO. 7153-200

Commencement Date: August 31, 1990

Expiration Date: August 31, 2000

No. Of Consecutive Monthly Rent Payments: 120

Monthly Rental: Per Attached Schedule 1

Total Rental: \$1,444,074.30

Total Cost of Railcars: \$1,149,135.00

THIS LEASE SCHEDULE is executed and delivered by The CIT Group/Equipment Financing, Inc. ("Lessor") and Conoco Inc. ("Lessee") pursuant to and in accordance with the Railroad Equipment Lease Agreement dated as of August 31, 1990, between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Railcars covered by this Lease Schedule (i) consists of the items described in Schedule 2 attached hereto, and (ii) are principally based at the address set forth on the attached Schedule 2.

2. Lessee hereby: (i) confirms that the Railcars covered hereby have been inspected by Lessee, have been delivered in good working order and condition and are of the size, design, capacity and manufacture selected by it and meet the provisions of the purchase orders with respect thereto; (ii) confirms that no Default or Event of Default is in existence as of the Commencement Date set forth above, nor shall any Default or Event of Default occur as a result of the lease by Lessee of the Railcars specified herein; (iii) confirms that all representations and warranties of Lessee contained in the Lease or in any document or certificate furnished Lessor in connection herewith, including Lessee's representation that there has been no material adverse change in the financial condition or business of Guarantor, are true and correct as of the Commencement Date set forth above with the same force and effect as if made on such date; and (iv) irrevocably accepts said items of Equipment "as-is, where-is" for all purposes of the Lease as of the Commencement Date set forth above.

3. All of the terms, provisions and conditions of the Lease are hereby incorporated herein and made a part hereof as if such terms, provisions and conditions were set forth in full in this Lease Schedule. By their execution and delivery of this Lease Schedule, the parties hereto reaffirm all of the terms, provisions and conditions of the Lease.

IN WITNESS WHEREOF, Lessee has caused this Lease Schedule to be duly executed by its duly authorized officer as of the Commencement Date set forth above.

CONOCO INC.

By: Wayne L. Stuebner
Title: MGR TRAFFIC & RAIL OPR

ACCEPTED AS OF THE COMMENCEMENT DATE SET FORTH ABOVE.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: [Signature]
Title: SVP

SCHEDULE 1, attached to and forming a part of the Lease Schedule No. 201 to the Railroad Equipment Lease Agreement, dated as of August 31, 1990 entered into by and between Conoco Inc., a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc. a New York corporation ("Lessor").

MONTHLY RENTAL PAYMENTS

<u>RENT DUE DATE</u>	<u>RENTAL AMOUNT</u>
8/1990	0.00
9/1990	0.00
10/1990	0.00
11/1990	0.00
12/1990	0.00
1/1991	0.00
2/1991	0.00
3/1991	0.00
4/1991	0.00
5/1991	0.00
6/1991	0.00
7/1991	129969.58
8/1991	0.00
9/1991	0.00
10/1991	0.00
11/1991	0.00
12/1991	0.00
1/1992	129969.58
2/1992	0.00
3/1992	0.00
4/1992	0.00
5/1992	0.00
6/1992	0.00
7/1992	0.00
8/1992	0.00
9/1992	0.00
10/1992	0.00
11/1992	0.00
12/1992	0.00
1/1993	129969.58
2/1993	0.00
3/1993	0.00
4/1993	0.00
5/1993	0.00
6/1993	0.00
7/1993	0.00
8/1993	0.00
9/1993	0.00
10/1993	0.00
11/1993	0.00
12/1993	0.00

RENT DUE DATE RENTAL AMOUNT

1/1994	129969.58
2/1994	0.00
3/1994	0.00
4/1994	0.00
5/1994	0.00
6/1994	0.00
7/1994	0.00
8/1994	0.00
9/1994	0.00
10/1994	0.00
11/1994	0.00
12/1994	0.00
1/1995	129969.58
2/1995	0.00
3/1995	0.00
4/1995	0.00
5/1995	0.00
6/1995	0.00
7/1995	0.00
8/1995	0.00
9/1995	0.00
10/1995	0.00
11/1995	0.00
12/1995	0.00
1/1996	158845.28
2/1996	0.00
3/1996	0.00
4/1996	0.00
5/1996	0.00
6/1996	0.00
7/1996	0.00
8/1996	0.00
9/1996	0.00
10/1996	0.00
11/1996	0.00
12/1996	0.00
1/1997	158845.28
2/1997	0.00
3/1997	0.00
4/1997	0.00
5/1997	0.00
6/1997	0.00
7/1997	0.00
8/1997	0.00
9/1997	0.00
10/1997	0.00
11/1997	0.00
12/1997	0.00
1/1998	158845.28
2/1998	0.00
3/1998	0.00
4/1998	0.00

RENT DUE DATE RENTAL AMOUNT

5/1998	0.00
6/1998	0.00
7/1998	0.00
8/1998	0.00
9/1998	0.00
10/1998	0.00
11/1998	0.00
12/1998	0.00
1/1999	158845.28
2/1999	0.00
3/1999	0.00
4/1999	0.00
5/1999	0.00
6/1999	0.00
7/1999	0.00
8/1999	0.00
9/1999	0.00
10/1999	0.00
11/1999	0.00
12/1999	0.00
1/2000	158845.28
2/2000	0.00
3/2000	0.00
4/2000	0.00
5/2000	0.00
6/2000	0.00
7/2000	0.00

Total 1444074.30

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*Long
RAM*

SCHEDULE 2, attached to and forming a part of Lease Schedule No. 201 to the Railroad Equipment Lease Agreement, dated as of August 31, 1990 entered into by and between Conoco Inc., a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

RAILCAR DESCRIPTION

<u>QTY</u>	<u>DESCRIPTION</u>	<u>CAR #</u>	<u>RAILCAR COST</u>
15	1990 Union Tank Car 3-compartment, DOT 111A100W3 Railcars	CONX 2259-2273	\$1,149,135.00 <i>42</i> <i>RM</i>

SCHEDULE 3, attached to and forming a part of Lease Schedule 201 to the Railroad Equipment Lease Agreement, dated as of August 31, 1990 entered into by and between Conoco Inc., a Delaware corporation ("Lessee") and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

STIPULATED LOSS VALUE

<u>RENT PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE PERCENTAGE</u>
8/30/90	108.36829260
9/30/90	109.33107575
10/30/90	110.29942321
11/30/90	111.27336757
12/30/90	112.22991137
1/30/91	113.19198879
2/28/91	114.15530148
3/30/91	115.12775668
4/30/91	116.09086044
5/30/91	117.05954044
6/30/91	118.02320591
7/30/91	118.88855984
8/30/91	108.44873698
9/30/91	109.31356322
10/30/91	110.18342262
11/30/91	111.05834495
12/30/91	111.92773663
1/30/92	112.69829785
2/29/92	102.16076804
3/30/92	102.93804963
4/30/92	103.71249408
5/30/92	104.49147644
6/30/92	105.27004036
7/30/92	106.05316860
8/30/92	106.84088843
9/30/92	107.62824380
10/30/92	108.42021786
11/30/92	109.21683819
12/30/92	110.01314911
1/30/93	110.71024018
2/28/93	100.09595601
3/30/93	100.80438207
4/30/93	101.51072536
5/30/93	102.22124576
6/30/93	102.93501366
7/30/93	103.65300393
8/30/93	104.37524209
9/30/93	105.10079898

STIPULATED LOSS VALUE

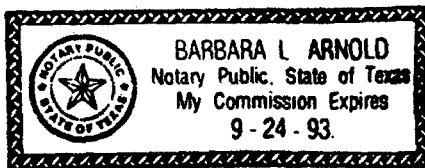
<u>RENT PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE PERCENTAGE</u>	<u>RENT PAYMENT DATE</u>	<u>STIPULATED LOSS VALUE PERCENTAGE</u>
10/30/93	105.83064992	8/30/97	82.53803103
11/30/93	106.56482087	9/30/97	83.03045950
12/30/93	107.30238313	10/30/97	83.52598753
1/30/94	107.94041854	11/30/97	84.02463532
2/28/94	97.26621676	12/30/97	84.53396842
3/30/94	97.91731252	1/30/98	84.91952804
4/30/94	98.56834807	2/28/98	71.47587448
5/30/94	99.22327377	3/30/98	71.87852488
6/30/94	99.88403617	4/30/98	72.28618669
7/30/94	100.54874727	5/30/98	72.69649344
8/30/94	101.21743125	6/30/98	73.12060513
9/30/94	101.89203519	7/30/98	73.54745995
10/30/94	102.57067159	8/30/98	73.97707635
11/30/94	103.25336516	9/30/98	74.42061505
12/30/94	103.94206349	10/30/98	74.86701499
1/30/95	104.53098570	11/30/98	75.31629534
2/28/95	93.80680722	12/30/98	75.77961758
3/30/95	94.41017796	1/30/99	76.11894507
4/30/95	95.01263142	2/28/99	62.62792657
5/30/95	95.61872816	3/30/99	62.98640867
6/30/95	96.23041356	4/30/99	63.34877648
7/30/95	96.84579844	5/30/99	63.71357319
8/30/95	97.46490581	6/30/99	64.09195790
9/30/95	98.08968155	7/30/99	64.47286793
10/30/95	98.71823698	8/30/99	64.85632061
11/30/95	99.35059561	9/30/99	65.25347610
12/30/95	99.98870382	10/30/99	65.65327307
1/30/96	100.50369714	11/30/99	66.05572701
2/29/96	87.19527167	12/30/99	66.47200268
3/30/96	87.72105088	1/30/ 0	66.76405998
4/30/96	88.25043431	2/29/ 0	53.22984545
5/30/96	88.78307960	3/30/ 0	53.53630719
6/30/96	89.32295570	4/30/ 0	53.87894197
7/30/96	89.86615740	5/30/ 0	54.22393506
8/30/96	90.41270582	6/30/ 0	54.61065992
9/30/96	90.96657048	7/30/ 0	55.00000000
10/30/96	91.52384669	8/30/ 0	55.16666667
11/30/96	92.08455613		
12/30/96	92.65266886		
1/30/97	93.09730441		
2/28/97	79.71384872		
3/30/97	80.17374886		
4/30/97	80.63617922		
5/30/97	81.10152722		
6/30/97	81.57735712		
7/30/97	82.05618520		

ACKNOWLEDGMENT EXECUTED BY A CORPORATION

STATE OF TEXAS)
)
)
COUNTY OF HARRIS)

ss.

On this 31ST day of AUGUST, in the year 1990, before me personally appeared Wayne L. Stockebrand, to me personally known, who being by me duly sworn says that such person is the Manager of Traffic and Rail Operations of Conoco Inc., that the foregoing Acceptance Supplement No. 201 to Railroad Equipment Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Barbara L. Arnold
Notary Public

STATE OF CALIFORNIA)
)
)
)
COUNTY OF LOS ANGELES)

ss.

On this 31ST day of AUGUST, 1990, before me personally appeared T.C. Bloch, to me personally known, who being by me duly sworn says that such person is a Senior Vice President of The CIT Group/Equipment Financing, Inc., that the foregoing Acceptance Supplement No. 201 to Railroad Equipment Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Timothy J. White
Notary Public

